

CULLEN FROST BANKERS INC
Form 4
February 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN PHILLIP D

2. Issuer Name and Ticker or Trading Symbol
CULLEN FROST BANKERS INC
[CFR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 WEST HOUSTON STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group EVP / CFO

SAN ANTONIO, TX 78205

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, \$0.01 par value	02/10/2006		G	V 100 D \$ 0	41,443	D	
Common Stock, \$0.01 par value	02/16/2006		M	21,500 A \$ 33.31	62,943	D	
Common Stock, \$0.01 par value	02/16/2006		S	21,500 D \$ 54.8422	41,443	D	

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Common Stock, \$0.01 par value	02/17/2006	M	13,500	A	\$ 33.31	54,943	D	
Common Stock, \$0.01 par value	02/17/2006	S	13,500	D	\$ 54.809	41,443	D	
Common Stock, \$0.01 par value	02/21/2006	M	470	A	\$ 33.31	41,913	D	
Common Stock, \$0.01 par value	02/21/2006	S	450	D	\$ 54.92	41,463	D	
Common Stock, \$0.01 par value	02/21/2006	S	20	D	\$ 54.71	41,443	D	
Common Stock, \$0.01 par value						1,100	I	By Spouse
Common Stock, \$0.01 par value						21,517	I	Through 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Stock Option (right to buy)	\$ 33.31	02/16/2006	M	21,500	10/31/2003	10/31/2006	Common Stock	21,500
Stock Option (right to buy)	\$ 33.31	02/17/2006	M	13,500	10/31/2003	10/31/2006	Common Stock	13,500
Stock Option (right to buy)	\$ 33.31	02/21/2006	M	470	10/31/2003	10/31/2006	Common Stock	470

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN PHILLIP D 100 WEST HOUSTON STREET SAN ANTONIO, TX 78205			Group EVP / CFO	

Signatures

/s/ Phillip D.
Green

02/21/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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